

RECORDATION NO. 27810 FILED

FEB 05 '09 -8 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

February 5, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 19, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: RBS Asset Finance, Inc.
480 Jefferson Blvd.
Warwick, RI 02886

Lessee: FMC Corporation
1735 Market St
Philadelphia PA 19103

Anne K. Quinlan, Esquire
February 9, 2009
Page 2

A description of the railroad equipment covered by the enclosed document
is:

20 railcars: FMLX 200059 - FMLX 200078.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", written over the closing "yours,".

Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is entered into as of December 19, 2008, by and between RBS Asset Finance, Inc., a New York corporation having a place of business at 480 Jefferson Blvd., Mail Stop RJE-150, Warwick, RI 02886 ("Lessor") and FMC CORPORATION, an Delaware corporation having its principal place of business at 1735 Market Street, Philadelphia, PA 19103 ("Lessee").

1. Lessor intends to purchase and lease to Lessee aluminum tank Railcars, in each case bearing the identification marks set forth on the attached Exhibit A (collectively, the "Railcars").
2. Lessor and Lessee intend to enter into one (1) separate Equipment Schedules, each issued pursuant to a Master Rail Lease Agreement having an effective date of December 19, 2008. Pursuant to each such Equipment Schedule, Lessor will lease the Railcars to Lessee for an initial term of 120 months commencing as of the Delivery Date for the Railcars described therein (as such term is defined in the Master Rail Lease Agreement).

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

Lessor: RBS ASSET FINANCE, INC.

Lessee: FMC CORPORATION

By: Marybeth Corrente

Name: MARYBETH CORRENTE
VICE-PRESIDENT

Title: 12-22-2008

By: Thomas C. Deas, Jr.

Name: Thomas C. Deas, Jr.
~~Vice President & Treasurer~~

Title: 12-22-2008

State of Rhode Island)

) SS:

County of Kent

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Marybeth Corcoran, its Vice President, who acknowledged that he/she signed the foregoing Memorandum of Lease and that the same is his/her free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Warwick, Rhode Island, this 20th day of December, 2008.

Notary Public

State of Pennsylvania
City of Philadelphia) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared FMC CORPORATION, a DELAWARE corporation (the "Corporation"), by THOMAS C. DEAS, its VP & TREASURER, who acknowledged that he/she signed the foregoing Memorandum of Lease and that the same is his/her free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Philadelphia, this 22nd day of December, 2008.

Mary Ellen Divito
Notary Public

COMMONWEALTH OF PENNSYLVANIA

NOTARIAL SEAL

MARY ELLEN DIVITO, Notary Public

City of Philadelphia, Phila. County

My Commission Expires March 29, 2012

EXHIBIT A

<u>DESCRIPTION</u>	<u>RAILCAR MARKINGS</u>
(20) ALUMINUM RAILROAD TANKCARS	FMLX200061
	FMLX200071
	FMLX200062
	FMLX200065
	FMLX200064
	FMLX200063
	FMLX200066
	FMLX200068
	FMLX200069
	FMLX200067
	FMLX200059
	FMLX200078
	FMLX200060
	FMLX200070
	FMLX200073
	FMLX200072
	FMLX200074
	FMLX200075
	FMLX200076
	FMLX200077

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

2/5/09



Robert W. Alvord